ACSI is installing a Lucent 5ESS along the downtown ring and will introduce switched services including local exchange service in early 1997.

ACSI is continuing to expand its Jackson network to serve customer demand along Interstate 55 and Lakeland Drive to the east of the downtown area. This eastern extension will add 40 additional route miles to the network by the second quarter, 1997.

BROOKS FIBER JACKSON

Brooks Fiber began operating its Jackson network during the fourth quarter, 1996.

The 12 route mile network consists of two interlocking fiber optic rings which provide dedicated access and HICAP private line services to businesses and governmental offices along the fiber route.

The first ring serves the downtown area along State Street and Lakeland Street and continues out towards Interstate 55. The second ring extends to the northeast of the downtown area toward the university and hospital campuses.

Brooks Fiber offers the following dedicated access and private line services:

Gateway DL = Private line and voice grade circuits from 9.6 Kbps to 64Kbps

Gateway Frac-T = Fractional DS1 service

Gateway 1.5 = DS1 service

Gateway 45 = DS3 service

Brooks Fiber is currently installing a Lucent 5ESS switch which will allow introduction of switched services to the Jackson market during the first quarter, 1997.

Brooks Fiber has announced expansion plans which will extend its current fiber rings to provide service to the Airport and to additional office park concentrations along Interstate 55 to the north and east of the city. These expansions will be ongoing throughout the first half of 1997 and are expected to nearly triple the route miles of the current network.

AMERICAN METROCOMM

American MetroComm is a partnership of four network services companies: Crescent City Networks Corporation, LeveeComm of Louisiana, Infohighway Management of Southeast Louisiana, and Mississippi Fiber Group (MFG).
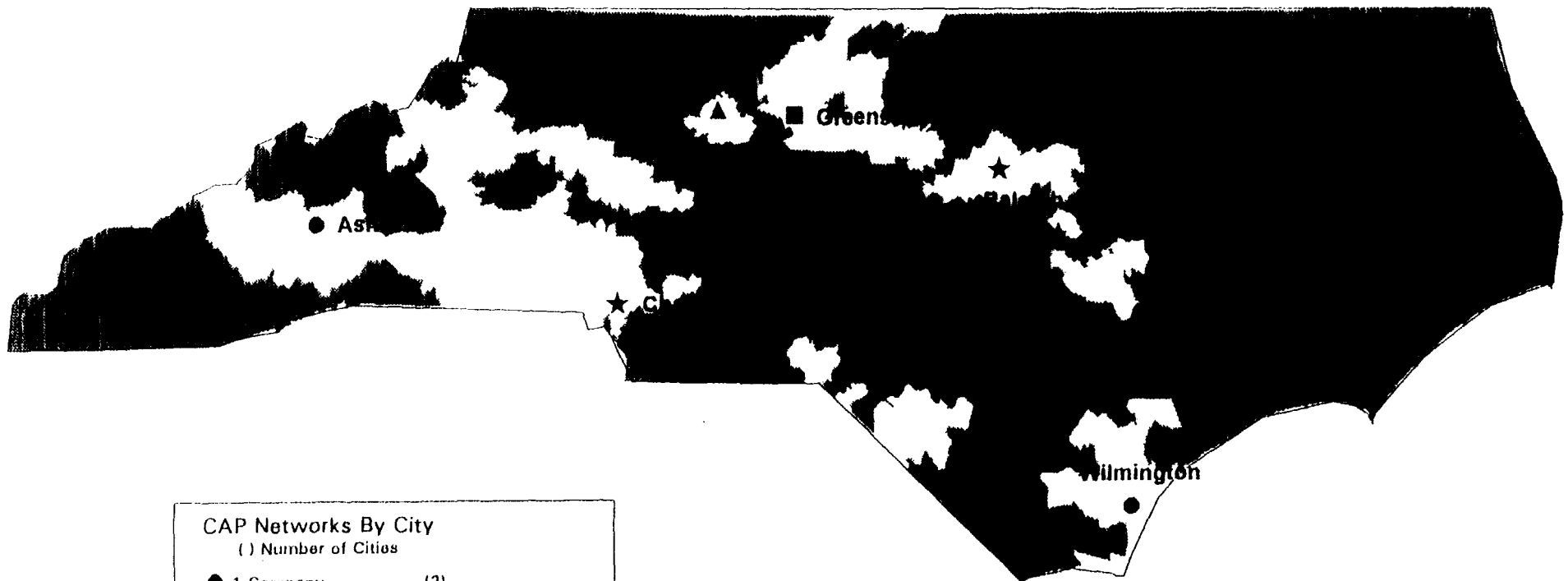
MFG is developing a fiber optic network in Jackson in cooperation with the partnership.

American MetroComm eventually hopes to link the Jackson network with several other networks along the Gulf Coast to provide a SONET-based network from southeast Texas to Jackson.

INTERSTATE FIBERNET

IFN operates local access networks in five cities across BellSouth's territory in Mississippi. including Gulfport, hattisburg, Jackson, Meridian, and Vicksburg.

North Carolina CAP Networks

CAP Networks By City
  ( ) Number of Cities

● 1 Company   (2)
▲ 2 Companies   (1)
■ 3 Companies   (1)
★ 4 or More Companies (2)

▓ Independent Company Territory

NORTH CAROLINA

The following CAPs were active in North Carolina as of December 31, 1996:

ICG Charlotte	(operational)
TWC Charlotte	(operational)
FiberSouth Raleigh	(operational)
ICI Raleigh	(operational)
TWC Raleigh	(operational)
TWC Greensboro	(operational)
MCI Metro Charlotte	(under development)
MCI Metro Raleigh	(operational)
ICI Charlotte	(under development)
ICG Greensboro	(under development)
ICG Winston-Salem	(under development)
WinStar Wireless Charlotte	(operational)
Carolinas FiberNet	(operational)

      Asheville

      Charlotte

      Greensboro

      Raleigh

      Winston-Salem

      Wilmington

ICG CHARLOTTE

ICG has been operational in Charlotte for the past six years, introducing service in 1990. ICG entered the Charlotte market following its acquisition of "Privacom", which started constructing the Charlotte network. ICG currently operates 125 route miles of fiber in the Charlotte metropolitan area. The network serves the following areas:

Downtown Charlotte

South Park

University Research Park

UNCC

ICG currently offers the following HICAP products and services to Charlotte customers:

DS0
Access 1000 (DS1)
Access 3000 (DS3)

ICG Charlotte offers switched services utilizing a Lucent 5ESS switch. ICG provides end-users and IXCs with the following switched services :

IntraLATA toll calling
Access D (Feature Group D service)
SS7 Signaling

ICG recently completed an eastern fiber backbone network to connect the University of North Carolina at Charlotte (UNCC). ICG is also currently expanding to Carol Winds, the Coliseum Area, and Larrowood.

TIME WARNER COMMUNICATIONS CHARLOTTE

Time Warner Communications (TWC), doing business as Charlotte AxS, began operating in the third quarter, 1993. The TWC network is composed of a 350 route mile network in downtown Charlotte and a 100 route mile network of Time Warner Cable fiber in the Salisbury area of the city.

The TWC Charlotte network consists of eight SONET rings which service following areas:

Downtown Charlotte
Derita
Mint Hill
Pineville
Wilmont
Matthews
UNCC

The TWC network provides business end-users and IXCs with digital access services and transport at speeds up to DS3.

TWC plans to construct an additional 15 route mile expansion in downtown Charlotte and extend the network to serve Gastonia, Shelby, and Monroe.

TWC installed a Lucent 5ESS switch along the downtown ring and introduced switched services to Charlotte businesses during the fourth quarter, 1996.

FIBERSOUTH RALEIGH

FiberSouth has been operational since May, 1995. FiberSouth operates a 125 route mile fully SONET backbone network serving the following areas:

Downtown Raleigh

North Raleigh

Durham

Morristown

Research Triangle Park

Orange County

Cary

FiberSouth offers DS0 through DS3 bandwidth dedicated SONET based access services and transport using its fiber facilities.

FiberSouth is constructing an addition of approximately 12 route miles. The construction will deploy a SONET loop that connects to the existing Raleigh network at Interstate 440 and follows the Northern Wake Expressway to the Raleigh-Durham International Airport. The new loop also connects to the Raleigh loop at the junction of Route 70 and Interstate 440. Other construction includes 3 fiber additions in the Research Triangle Park area and a 25 route mile expansion to Chapel Hill. FiberSouth also plans to construct additional fiber to Cary in the first quarter, 1997.

Additionally, FiberSouth has plans to begin offering switched services during the first quarter, 1997 utilizing a Lucent 5ESS switch installed in December, 1996 on the Raleigh loop.

ICI RALEIGH

ICI Raleigh serves the Raleigh, Durham, and Research Triangle areas. ICI Raleigh purchased the Fibernet Raleigh network in January, 1995. ICI Raleigh has approximately 100 fiber miles. Currently ICI Raleigh serves the following areas:

Downtown Raleigh
Durham
Cary
Chapel Hill
Morrisville
Raleigh-Durham Airport
Research Triangle Park
North Carolina State University (NCSU)

ICI provides dedicated access and digital transport up to DS3 bandwidth throughout the network.

During the fourth quarter 1996, ICI installed a NORTEL DMS-500 switch on the network and will aggressively introduce switched services offerings during the first quarter, 1997.

Expansion plans for 1997 include building out the Research Triangle area network rings to add additional customers.

TIME WARNER COMMUNICATIONS RALEIGH

Time Warner Communications has been operational in the Raleigh, North Carolina metropolitan area since the third quarter, 1994. The network consists of over 350 route miles. The TWC Raleigh network reaches the following areas:

Downtown Raleigh

Rayville Mall

Hargett

Morgan

Salisbury

Wilmington

Gonnerd

Martin

Durham

Chapel Hill

Time Warner Communications has installed a Lucent 5ESS switch and has begun
offering intraLATA toll service, switched access services, and local exchange services on
a limited basis.

TIME WARNER COMMUNICATIONS GREENSBORO

Time Warner Communications has been operational in the Greensboro metropolitan area
since the first quarter, 1996. The network consists of 3 SONET rings and 75 route miles.
The rings serve the downtown area, the southern Greensboro area, and the suburbs
surrounding the city.

Time Warner Communications currently provides SONET transport services over self-
healing rings for dedicated access to IXC Pops at speeds up to DS3.

TWC will introduce switched services to the Greensboro market utilizing remote switching options of the Raleigh switching node.

Time Warner Communications plans to construct an additional SONET ring of 12 route miles and will begin operation in the first quarter, 1997.

MCI METRO CHARLOTTE

Although it has been announced, the MCI Metro network is not yet operational in the Charlotte area. MCI Metro Charlotte currently is under construction and will be partially functional by the end of the first quarter, 1997. MCI Metro indicates that it will initially connect Charlotte customers to its SONET backbone network using TYPE II service if necessary. MCI Metro plans to provide the following HICAP services:

DS-0
DS-1
DS-3

Additionally, MCI Metro plans to offer switched service and local exchange services in Charlotte during the first half of 1997.

MCI METRO RALEIGH

MCI Metro currently operates a 40 route mile network consisting of 3 interlocking fiber rings in the downtown Raleigh business district.

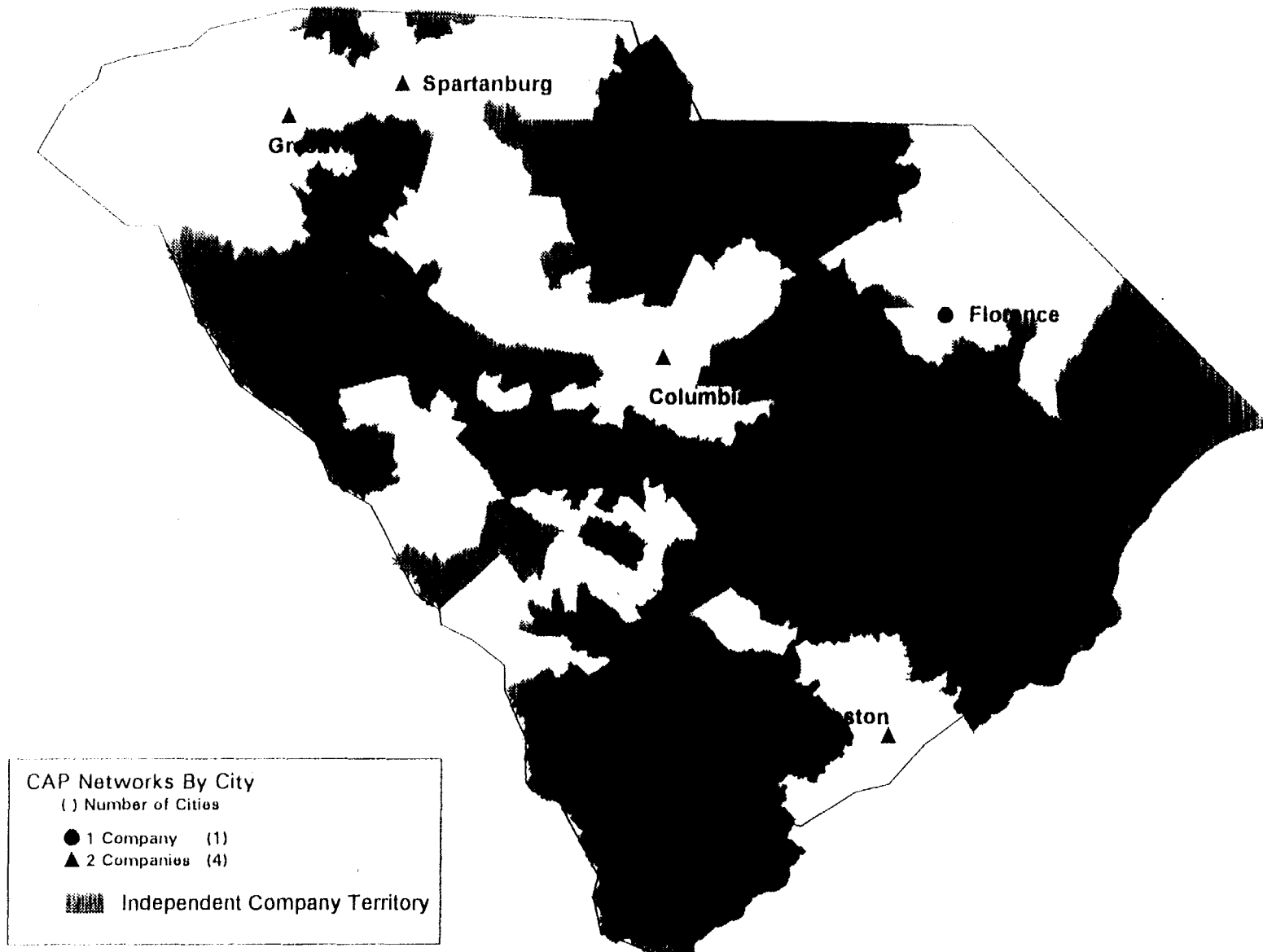MCI Metro provides the following HICAP dedicated access and transport services:

DS-0
DS-1
DS-3

MCI Metro has installed a Class 5 central office switch on the Raleigh loop and has begun marketing switched services, including local exchange service.

MCI has announced plans to construct an additional loop to serve the Greensboro market which is scheduled for completion by mid 1997.

South Carolina CAP Networks

▲ Spartanburg

▲ Gr...

● Flo...nce

▲ Columbi...

...ston
▲

CAP Networks By City
( ) Number of Cities

● 1 Company   (1)
▲ 2 Companies (4)

▦ Independent Company Territory

SOUTH CAROLINA

The following CAPs were active in South Carolina as of December 31, 1996:

ACSI Greenville	(operational)
ACSI Columbia	(operational)
ACSI Spartanburg	(operational)
ACSI Charleston	(operational)
Carolinas FiberNet	(operational)

      Charleston

      Columbia

      Florence

      Greenville

      Spartanburg

ACSI GREENVILLE

ACSI has been operational in Greenville since the third quarter, 1995. ACSI has constructed a network that extends over 250 fiber miles in downtown Greenville.

The downtown network provides dedicated access and private line services including:

DS0

DS1

DS3

OC3

ACSI is in the process of constructing an additional downtown ring which will be operational during the second quarter, 1997.

ACSI is currently installing a Lucent 5ESS switch and plans to begin offering local exchange service during the first half of 1997.

ACSI COLUMBIA

ACSI completed construction and activated its Columbia network in September, 1995. The ACSI Columbia network serves the downtown area of Columbia using approximately 20 route miles of fiber and extends to serve the Greystone and St. Andrews areas.

The downtown network provides dedicated access and private line services including:

DS0
DS1
DS3
OC3

ACSI plans to purchase a Lucent 5ESS switch in Columbia and introduce local exchange services in Columbia during 1997.

ACSI SPARTANBURG

ACSI has operated its Spartanburg network since June, 1996. The ACSI Spartanburg network extends approximately 10 route miles through downtown Spartanburg.

The Spartanburg network provides dedicated access and private line services including:

DS0

DS1

DS3

OC3

ACSI plans to add additional fiber in downtown Spartanburg in order to connect more buildings by first quarter, 1997. Future plans also call for connecting the Spartanburg network to the Greenville switch to facilitate the delivery of switched services to the Spartanburg market.

ACSI CHARLESTON

ACSI activated its fiber optic network in downtown Charleston in July, 1996. The network provides service to the downtown area of Charleston over a 4 route mile loop.

The fiber ring provides dedicated access and private line services including:
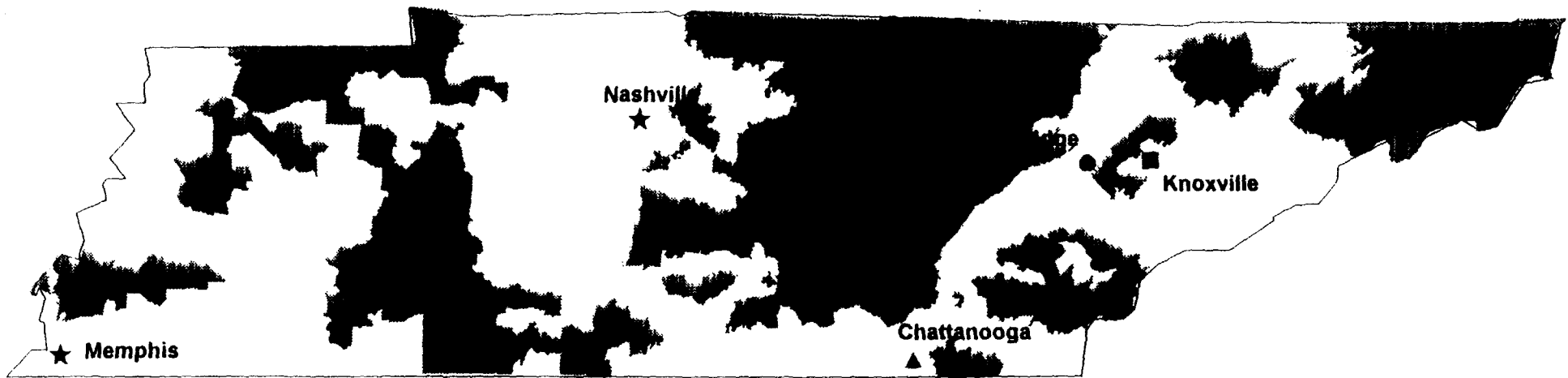
DS0

DS1

DS3

OC3

The ACSI Charleston network will expand during early 1997 to serve the northern part of the Charleston market as well as to link with the Greenville switching node to allow for delivery of switched services including local exchange service to Charleston business customers.

CAROLINAS FIBERNET

CFN provides access service nodes to its regional fiber optic network in the following Soutth Carolina locations: Charleston, Columbia, Florence, Greenville, and Spartanburg.

Tennessee CAP Networks

Nashville ★

★ Memphis

Knoxville ■

● ▲ Chattanooga

CAP Networks By City
( ) Number of Cities

● 1 Company   (1)
▲ 2 Companies   (1)
■ 3 Companies   (1)
★ 4 or More Companies (2)

▓ Independent Company Territory

TENNESSEE

The following CAPs were active in Tennessee as of December 31, 1996:

Hyperion of Tennessee	(operational)
Time Warner Communications Memphis	(operational)
Nextlink Memphis	(operational)
Brooks Fiber Properties Knoxville	(operational)
Nextlink Nashville	(operational)
ICG Nashville	(operational)
ICI Memphis	(under development)
Access America/Tele-Sys, Inc.	(under development)
MCI Metro Memphis	(operational)
ACSI Chattanooga	(under development)
Teleport (TCG) Nashville	(under development)
Teleport (TCG) Knoxville	(under development)
Teleport (TCG) Chattanooga	(under development)

HYPERION OF TENNESSEE

Hyperion Telecommunications Inc. (HTI), a subsidiary of Adelphia Cable Inc., has been operational since the first quarter, 1994 and provides service to metropolitan Nashville through 180 route miles of SONET based fiber. Hyperion of Tennessee currently reaches the following metropolitan Nashville areas:

Downtown Nashville

Oak Hill

Avondale

Nashville International Airport

Elm Hill

La Vergne

Providence

Wrencoe

Brentwood

Rural Hill

Smith Springs

Una

In addition to offering dedicated access services and private line services, Hyperion of Tennessee is utilizing a Lucent 5ESS switch activated in the fourth quarter, 1996 to prepare for its introduction of switched services.

TIME WARNER COMMUNICATIONS MEMPHIS

Time Warner Communications has been operational in Memphis since the fourth quarter, 1994. The network is comprised of over 2,500 fiber miles. Time Warner currently provides service to the following areas:

Bartlett

Cordova

Germantown

Downtown Memphis

Memphis International Airport

Oakville

Shelby Farms

Whitehaven

TWC offers a complete line of digital dedicated access services up to DS3. Private line and LAN interconnection services are also available.

TWC is in the process of developing local exchange service for commercial customers and has installed a 5ESS switch on its Memphis network.

NEXTLINK MEMPHIS

Nextlink (formerly US Signal) has been operational in Memphis since the first quarter, 1992. Nextlink has over 300 route miles of fiber. Nextlink currently provides service to the following areas:

Elmore Park
Downtown Memphis
Oakville
Shelby Farms

Nextlink has installed a NORTEL DMS-500 central office switch on the Memphis ring in June, 1996 and offers a variety of switched services including local exchange service.

Nextlink also offers traditional CAP services such as HICAP dedicated access and transport services at DS0 through DS3 levels.

Nextlink has begun construction to add 25 route miles to the network which will include adding Cordova and Germantown in its service area.

BROOKS FIBER PROPERTIES KNOXVILLE

Brooks Fiber Properties has been operational in Knoxville since the second quarter, 1994. Its network spans 36 route miles and provides service in the following areas:

Downtown Knoxville
Mount Olive
University of Tennessee

Brooks Fiber Properties installed a Lucent 5ESS in Knoxville during December, 1996 and will add switched services including local exchange services in early 1997.

Brooks Fiber offers the following dedicated access and private line services:

Gateway DL = Private line and voice grade circuits from 9.6 Kbps to 64 Kbps

Gateway Frac-T = Fractional DS1 service

Gateway 1.5 = DS1 service

Gateway 45 = DS3 service

Expansion plans for early 1997 will increase the fiber route to nearly 60 miles.

NEXTLINK NASHVILLE

Nextlink Nashville has been operational since the fourth quarter, 1994. Nextlink has almost 200 route miles in service throughout the Nashville/Davidson County metropolitan area, including an underground SONET ring serving Nashville's central business district and 3 additional interconnected suburban rings. The network serves the following areas:

Downtown Nashville
MetroCenter

Opryland

West End

Berry Hill

Oak Hill

Nashville International Airport

Inglewood

West Meade

Belle Meade

Nextlink provides HICAP DS0, DS1, and DS3 dedicated access and transport services which can be enhanced and configured in a number of different ways.

Nextlink Nashville activated a Northern Telecom DMS-500 switch on the downtown ring in July, 1996 and is currently introducing switched services, including local exchange service, to Nashville area business customers.

ICG NASHVILLE

ICG Nashville began operations in August, 1994. The current fiber network consists of 12 route miles serving the downtown business and governmental district.

ICG offers businesses in Nashville special access services up to DS3, as well as digital transport services.

ICG Nashville installed an Lucent 5ESS switch during 1996 and is finalizing plans for the introduction of switched service offerings in the market.

ICG Nashville has announced expansion plans that will continue growth of the downtown network throughout 1997.

ICI MEMPHIS

Intermedia Communications Inc. has announced plans to construct and operate a fiber optic network in Memphis.

ICI will offer Memphis area customers dedicated access and digital transport services as well as switched voice and data services.

ICI has installed a NORTEL DMS-500 switch but is continuing development of its fiber infrastructure in the Memphis market and plans to begin offering a full range of dedicated and switched services by mid1997.

ACCESS AMERICA/TELE-SYS, INC.

Access America installed a Lucent 5ESS switch in Oak Ridge during 1996 and announced its intention to begin offering dedicated services and switched services to the Oak Ridge market during the first quarter, 1997.

MCI METRO MEMPHIS

MCI Metro operates a fiber based network serving Memphis and surrounding Shelby County utilizing an estimated 75 route miles of SONET based fiber technology. MCI Metro Memphis currently provides service to the following areas:

Cordova
Germantown

Downtown Memphis

Midtown Memphis

Oakville

Shelby Farms

Whitehaven

MCI Metro Memphis provides the following HICAP dedicated access and transport services:

DS0

DS1

DS3

MCI Metro installed a NORTEL DMS-100 switch in downtown Memphis during September, 1996 and began offering switched services, including local exchange service, to Memphis businesses during the fourth quarter, 1996.

ACSI CHATTANOOGA

ACSI announced it will begin construction of a fiber optic network to serve the Chattanooga market. Initial activation of the Chattanooga network is anticipated by mid 1997.

TELEPORT (TCG) CHATTANOOGA

TELEPORT (TCG) KNOXVILLE

TELEPORT (TCG) NASHVILLE

In announcing its expansion plans for 1997 Teleport Communications Group (TCG) stated it would construct new fiber optic networks in Nashville, Knoxville, and

Chattanooga. TCG expects the initial portions of these networks to be completed and operational during 1997.